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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND CAPPING PROOFS OF CLAIM NUMBERS 3972 & 11267  
(CITY OF WYOMING, MICHIGAN)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and the City of Wyoming, Michigan (the "City of Wyoming") respectfully submit this Joint Stipulation And Agreed Order Compromising And Capping Proofs Of Claim Numbers 3972 & 11267 (City of Wyoming, Michigan) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS the City of Wyoming filed proof of claim number 3972 ("Proof of Claim 3972") against Delphi Corporation, asserting a secured claim in the amount of \$80,786.39 (the "Asserted Claim Amount"), and on July 27, 2006, the City of Wyoming filed proof of claim number 11267 ("Proof of Claim 11267", collectively with Proof of Claim 3972, the "Claim") against DAS LLC asserting a secured claim in the amount of \$80,786.39. Both claims arose from the same unpaid utility bills.

WHEREAS the Debtors objected to Proof of Claim 11267 pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006, and the Debtors objected to Proof of Claim 3972 pursuant to the Debtors' Eighth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To

Certain (A) Duplicate And Amended Claims, (B) Claims Duplicative Of Consolidated Trustee Claim, (C) Equity Claims, And (D) Protective Claims (Docket No. 6962) (the "Eighth Omnibus Claims Objection"), which was filed February 15, 2007.

WHEREAS on April 26 , 2007, to resolve the Third Omnibus Claims Objection with respect to Proof of Claim 11267 and the Eighth Omnibus Claims Objection with respect to Proof of Claim Number 3972, DAS LLC and the City of Wyoming entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC and the City of Wyoming acknowledge and agree that the Asserted Claim Amount shall be changed to \$77,273.94.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and the City of Wyoming stipulate and agree as follows:

1. Proof of Claim Number 11267 shall be treated as a secured claim against DAS LLC. The Asserted Claim Amount shall be changed to seventy-seven thousand, two hundred seventy-three dollars and ninety-four cents (\$77,273.94).
2. Proof of Claim Number 3972 shall be disallowed and expunged in its entirety.
3. City of Wyoming shall withdraw its Response to the Third Omnibus

Claims Objection.

So Ordered in New York, New York, this 27th day of April, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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